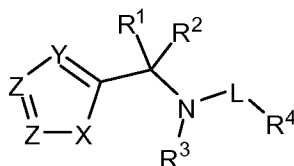


Amendments to the Claims

The following listing of claims will replace all prior versions and listings of claims in the application.

Listing of Claims:

1. (previously presented) A compound according to Formula I,



or a pharmaceutically acceptable salt, or hydrate thereof, wherein,

each of R^1 and R^2 is independently selected from -H, halogen, trihalomethyl, -CN, -NO₂, -NH₂, -OR⁷, -NR⁷R⁸, -S(O)₀₋₂R⁷, -SO₂NR⁷R⁷, -CO₂R⁷, -C(O)NR⁷R⁷, -N(R⁷)SO₂R⁷, -N(R⁷)C(O)R⁷, -N(R⁷)CO₂R⁷, -C(O)R⁷, optionally substituted C₁₋₆alkyl, optionally substituted aryl, optionally substituted aryl C₁₋₆alkyl, optionally substituted heterocyclyl, and optionally substituted heterocyclyl C₁₋₆alkyl; or

combined, R^1 and R^2 are oxo;

R^3 is selected from -H, optionally substituted C₁₋₆alkyl, optionally substituted aryl, optionally substituted aryl C₁₋₆alkyl, optionally substituted heterocyclyl, and optionally substituted heterocyclyl C₁₋₆alkyl;

R^4 is -CH₂-O-Ph, where Ph is an optionally substituted phenyl;

X is selected from -O-, -N(R^a)-, and -S(O)₀₋₂-;

Y is =C(R^b)- or =N-;

one of Z is =C(C(=O)W)-, while the other Z is =C(R^c)- or =N-;

W is -N(R⁵)R⁶;

L is selected from -C(=O)-;

R^5 is -H or R⁶;

R⁶ is optionally substituted aryl C₁₋₆alkyl or optionally substituted heterocyclyl C₁₋₆alkyl;

R⁷ is -H or R⁸;

R⁸ is selected from optionally substituted C₁₋₆alkyl, optionally substituted aryl, optionally substituted aryl C₁₋₆alkyl, optionally substituted heterocyclyl, and optionally substituted heterocyclyl C₁₋₆alkyl;

R⁷ and R⁸, when taken together with a common nitrogen to which they are attached, form an optionally substituted five- to seven-membered heterocyclyl, said optionally substituted five- to seven-membered heterocyclyl optionally containing at least one additional annular heteroatom selected from N, O, S, and P; and

each of R^a, R^b, and R^c is independently selected from -H, optionally substituted C₁₋₆alkyl, optionally substituted aryl, optionally substituted aryl C₁₋₆alkyl, optionally substituted heterocyclyl, and optionally substituted heterocyclyl C₁₋₆alkyl.

2. (Original) A compound according to claim 1, wherein one of Z is -C(=O)W, while the other Z is =C(R^c)-.

3. (Original) A compound according to claim 2, wherein X is -S(O)₀₋₂- or -O-.

4. (Original) A compound according to claim 3, wherein X is -S- or -O-.

5. (Canceled)

6. (Currently amended) A compound according to ~~claim 5~~claim 4, wherein Y is =N-.

7. (Canceled)

8. (Currently amended) A compound according to ~~claim 7~~claim 6, wherein R¹ is -H.

9. (Original) A compound according to claim 8, wherein R² is -H.

10. (Original) A compound according to claim 9, wherein R³ is -H.

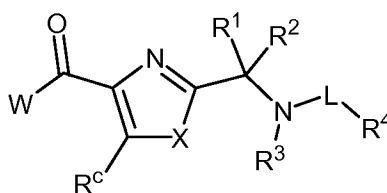
11. (Canceled)

12. (Canceled)

13. (Canceled)

14. (Canceled)

15. (Canceled)
16. (Canceled)
17. (Canceled)
18. (Canceled)
19. (Canceled)
20. (Currently amended) A compound according to ~~claim 5~~claim 4, wherein R⁵ is -H.
21. (Canceled)
22. (Canceled)
23. (currently amended) A compound according to ~~claim 5~~claim 4, wherein R⁶ is optionally substituted aryl C₁₋₆alkyl.
24. (Canceled)
25. (Currently amended) A compound according to ~~claim 5~~claim 4, wherein R⁶ is optionally substituted heterocyclyl C₁₋₆alkyl.
26. (Canceled)
27. (Original) A compound according to claim 2, wherein R^c is -H.
28. (Previously presented) A compound according to Formula **II**,



II

or a pharmaceutically acceptable salt, or hydrate thereof, wherein,
each of R¹ and R² is independently selected from -H, halogen, trihalomethyl, -CN, -NO₂, -NH₂, -OR⁷, -NR⁷R⁸, -S(O)₀₋₂R⁷, -SO₂NR⁷R⁷, -CO₂R⁷, -C(O)NR⁷R⁷, -N(R⁷)SO₂R⁷, -N(R⁷)C(O)R⁷, -N(R⁷)CO₂R⁷, -C(O)R⁷, optionally substituted C₁₋₆alkyl, optionally substituted aryl, optionally substituted aryl C₁₋₆alkyl, optionally substituted heterocyclyl, and optionally substituted heterocyclyl C₁₋₆alkyl; or

combined, R¹ and R² are oxo;

R³ is selected from -H, optionally substituted C₁₋₆alkyl, optionally substituted aryl, optionally substituted aryl C₁₋₆alkyl, optionally substituted heterocyclyl, and optionally substituted heterocyclyl C₁₋₆alkyl;

R⁴ is -CH₂-O-Ph, where Ph is optionally substituted phenyl;

X is selected from -O-, -N(R^a)-, and -S(O)₀₋₂-;

W is -N(R⁵)R⁶;

L is selected from -C(=O)-;

R⁵ is -H or R⁶;

R⁶ is optionally substituted aryl C₁₋₆alkyl or optionally substituted heterocyclyl C₁₋₆alkyl;

R⁷ is -H or R⁸;

R⁸ is selected from optionally substituted C₁₋₆alkyl, optionally substituted aryl, optionally substituted aryl C₁₋₆alkyl, optionally substituted heterocyclyl, and optionally substituted heterocyclyl C₁₋₆alkyl;

R⁷ and R⁸, when taken together with a common nitrogen to which they are attached, form an optionally substituted five- to seven-membered heterocyclyl, said optionally substituted five- to seven-membered heterocyclyl optionally containing at least one additional annular heteroatom selected from N, O, S, and P; and

each of R^a and R^c is independently selected from -H, optionally substituted C₁₋₆alkyl, optionally substituted aryl, optionally substituted aryl C₁₋₆alkyl, optionally substituted heterocyclyl, and optionally substituted heterocyclyl C₁₋₆alkyl.

29. (Canceled)

30. (Currently amended) A compound according to ~~claim 29~~claim 28, wherein X is -S(O)₀₋₂- or -O-.

31. (Original) A compound according to claim 30, wherein X is -S- or -O-.

32. (Canceled)

33. (Currently amended) A compound according to ~~claim 32~~claim 31, wherein R¹ is -H.
34. (Original) A compound according to claim 33, wherein R² is -H.
35. (Original) A compound according to claim 34, wherein R³ is -H.
36. (Canceled)
37. (Canceled)
38. (Canceled)
39. (Canceled)
40. (Canceled)
41. (Canceled)
42. (Canceled)
43. (Canceled)
44. (Canceled)
45. (Currently amended) A compound according to ~~claim 29~~claim 28, wherein R⁵ is -H.
46. (Currently amended) A compound according to ~~claim 29~~claim 28, wherein R⁶ is optionally substituted C₁₋₆alkyl.
47. (Canceled)
48. (Currently amended) A compound according to claim 28~~claim 29~~, wherein R⁶ is optionally substituted aryl C₁₋₆alkyl.
49. (Canceled)
50. (Currently amended) A compound according to claim 28~~claim 29~~, wherein R⁶ is optionally substituted heterocyclyl C₁₋₆alkyl.
51. (Canceled)
52. (Original) A compound according to claim 28, wherein R^c is -H.
53. (Previously presented) A compound selected from:

N-[2-(3-chlorophenyl)ethyl]-2-(1-{{(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl}amino}ethyl)-1,3-thiazole-4-carboxamide;
N-[2-(3-chlorophenyl)ethyl]-2-({{(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl}amino}methyl)-1,3-thiazole-4-carboxamide;
N-(10,11-dihydro-5H-dibenzo[a,d]cyclohepten-5-ylmethyl)-2-({{(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl}amino}methyl)-1,3-thiazole-4-carboxamide;
N-[2-(2-fluorophenyl)ethyl]-2-({{(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl}amino}methyl)-1,3-thiazole-4-carboxamide;
N-[(2R)-2-phenylpropyl]-2-({{(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl}amino}methyl)-1,3-thiazole-4-carboxamide;
N-(2-phenylpropyl)-2-({{(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl}amino}methyl)-1,3-thiazole-4-carboxamide;
N-{2-[4-(methyloxy)phenyl]ethyl}-2-({{(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl}amino}methyl)-1,3-thiazole-4-carboxamide;
N-[2-(4-ethylphenyl)ethyl]-2-({{(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl}amino}methyl)-1,3-thiazole-4-carboxamide;
N-{2,3-bis(methyloxy)phenyl}methyl}-2-({{(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl}amino}methyl)-1,3-thiazole-4-carboxamide;
N-{2-[4-(aminosulfonyl)phenyl]ethyl}-2-({{(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl}amino}methyl)-1,3-thiazole-4-carboxamide;
N-[2-(3-fluorophenyl)ethyl]-2-({{(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl}amino}methyl)-1,3-thiazole-4-carboxamide;
N-[2-(2-methylphenyl)ethyl]-2-({{(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl}amino}methyl)-1,3-thiazole-4-carboxamide;
N-[2-(3-chlorophenyl)ethyl]-2-({{(4-iodophenyl)oxy}acetyl}amino)methyl]-1,3-thiazole-4-carboxamide;
N-{2-(methyloxy)phenyl}methyl}-2-({{(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl}amino}methyl)-1,3-thiazole-4-carboxamide;
N-(2,2-diphenylethyl)-2-({{(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl}amino}methyl)-1,3-thiazole-4-carboxamide;

N-[2-(2-thienyl)ethyl]-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino} methyl)-1,3-thiazole-4-carboxamide;
N-{2-[3-(ethyloxy)-4-(methyloxy)phenyl]ethyl}-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino} methyl)-1,3-thiazole-4-carboxamide;
N-[2-(3-methylphenyl)ethyl]-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino} methyl)-1,3-thiazole-4-carboxamide;
2-([(4-(1,1-dimethylethyl)phenyl)oxy]acetyl]amino} methyl)-N-{2-(methyloxy)phenyl}methyl}-1,3-thiazole-4-carboxamide;
N-[2-(4-fluorophenyl)ethyl]-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino} methyl)-1,3-thiazole-4-carboxamide;
N-[(2S)-2-phenylpropyl]-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino} methyl)-1,3-thiazole-4-carboxamide;
N-{2-[3-(ethyloxy)phenyl]ethyl}-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino} methyl)-1,3-thiazole-4-carboxamide;
N-{2-[3,5-bis(methyloxy)phenyl]ethyl}-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino} methyl)-1,3-thiazole-4-carboxamide;
N-[2-(3-chlorophenyl)ethyl]-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino} methyl)-1,3-oxazole-4-carboxamide;
N-[(2-chlorophenyl)methyl]-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino} methyl)-1,3-thiazole-4-carboxamide;
N-[2-(2,5-dimethylphenyl)ethyl]-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino} methyl)-1,3-thiazole-4-carboxamide;
N-({2-[(difluoromethyl)oxy]phenyl}methyl)-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino} methyl)-1,3-thiazole-4-carboxamide;
N-[2-(4-methylphenyl)ethyl]-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino} methyl)-1,3-thiazole-4-carboxamide;
N-(10,11-dihydro-5H-dibenzo[a,d]cyclohepten-5-ylmethyl)-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino} methyl)-1,3-oxazole-4-carboxamide;
N-[(5-chloro-2-methylphenyl)methyl]-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino} methyl)-1,3-thiazole-4-carboxamide;

N-{2-[3-(methyloxy)phenyl]ethyl}-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-{2-(methylthio)phenyl)methyl}-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-{2-[3,4-bis(methyloxy)phenyl]ethyl}-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-{2-[4-(ethyloxy)-3-(methyloxy)phenyl]ethyl}-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[2-(3,4-dichlorophenyl)ethyl]-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[2-(1H-indol-3-yl)ethyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[(2,3-dimethylphenyl)methyl]-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[(5-fluoro-2-methylphenyl)methyl]-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-(2-pyridin-4-ylethyl)-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[2-(2,4-dimethylphenyl)ethyl]-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-(2-pyridin-3-ylethyl)-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-N-{2-[3-(trifluoromethyl)phenyl]ethyl}-1,3-thiazole-4-carboxamide;
N-{2-[2,3-bis(methyloxy)phenyl]ethyl}-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-(2-amino-2-oxo-1-phenylethyl)-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[2-(2-fluorophenyl)ethyl]-2-({[(4-(1-methylethyl)phenyl]oxy}acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;

N-[2-(3,4-dimethylphenyl)ethyl]-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-({2-[(trifluoromethyl)oxy]phenyl}methyl)-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-{2-(ethyloxy)phenyl}methyl]-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[2-(2-fluorophenyl)ethyl]-2-({[(4-iodophenyl)oxy]acetyl}amino)methyl]-1,3-thiazole-4- carboxamide;
N-{2-[2-(ethyloxy)phenyl]ethyl}-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[(2,5-difluorophenyl)methyl]-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-N-{2- (trifluoromethyl)phenyl}methyl}-1,3-thiazole-4-carboxamide;
N-[(2,4-dichlorophenyl)methyl]-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-(1-phenylpropyl)-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3- thiazole-4-carboxamide;
N-[2-(3-chlorophenyl)ethyl]-2-({[(4-(1,1-dimethylethyl)phenyl]oxy}acetyl)amino]methyl}-1,3- thiazole-4-carboxamide;
N-{2-[4-(ethyloxy)phenyl]ethyl}-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[(3,5-dichlorophenyl)methyl]-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
Nalpha-{2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazol-4- yl}carbonyl}-D-phenylalaninamide;
N-[2-(3-chlorophenyl)ethyl]-2-({[(4-(1-methylethyl)phenyl]oxy}acetyl)amino]methyl}-1,3- thiazole-4-carboxamide;
N-{[4-chloro-3-(trifluoromethyl)phenyl]methyl}-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;

N-[(3,4-dichlorophenyl)methyl]-2-([(4- [(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
N-(2-pyridin-2-ylethyl)-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
N-{2-[2-(methyloxy)phenyl]ethyl}-2-([(4- [(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
2-([(4-iodophenyl)oxy]acetyl]amino)methyl]-N-{2-(methyloxy)phenyl]methyl}-1,3-thiazole-4-carboxamide;
N-[2-(4-chlorophenyl)ethyl]-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
N-(1-naphthalen-1-ylethyl)-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
N-[1-(4-fluorophenyl)ethyl]-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
N-[2-(4-bromophenyl)ethyl]-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
N-[(1S)-2-oxo-1-(phenylmethyl)-2-pyrrolidin-1-ylethyl]-2-([(4- [(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
N-{2-[4-(aminosulfonyl)phenyl]ethyl}-2-([(4- [(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-oxazole-4-carboxamide;
N-{2-chloro-5-(trifluoromethyl)phenyl]methyl}-2-([(4- [(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
N-[(2-methylphenyl)methyl]-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
N-(1-naphthalen-1-ylethyl)-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-oxazole-4-carboxamide;
N-[2-(2-chlorophenyl)ethyl]-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
N-{2,6-bis(methyloxy)phenyl]methyl}-2-([(4- [(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;

N-(1-phenylethyl)-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
2-({[(4-bromophenyl)oxy]acetyl}amino)methyl]-N-[2-(3-chlorophenyl)ethyl]-1,3-thiazole-4-carboxamide;
N-[2-(3-chlorophenyl)ethyl]-2-({[(4-ethylphenyl)oxy]acetyl}amino)methyl]-1,3-thiazole-4-carboxamide;
N-{[2,5-bis(methyloxy)phenyl]methyl}-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[(2,6-difluorophenyl)methyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[(2,3-difluorophenyl)methyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
2-({[(4-(1-methylethyl)phenyl]oxy}acetyl]amino)methyl}-N-{[2-(methyloxy)phenyl]methyl}-1,3-thiazole-4-carboxamide;
N-[(3-chlorophenyl)methyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-{[2,4-bis(methyloxy)phenyl]methyl}-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-{[3,5-bis(methyloxy)phenyl]methyl}-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-{[2,3-bis(methyloxy)phenyl]methyl}-2-({[(4-(1-methylethyl)phenyl]oxy}acetyl]amino)methyl}-1,3-thiazole-4-carboxamide;
N-[(3,5-difluorophenyl)methyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[(3-fluorophenyl)methyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[(2R)-2-phenylpropyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-[2-(3-chlorophenyl)ethyl]-2-(2-phenyl-1-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}ethyl)-1,3-thiazole-4-carboxamide;

N-[(3-methyl-2-thienyl)methyl]-2-([(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[(5-methyl-3-phenylisoxazol-4-yl)methyl]-2-([(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-{2-[2,5-bis(methyloxy)phenyl]ethyl}-2-([(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[2-(2-fluorophenyl)ethyl]-2-([(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)- 1,3-oxazole-4-carboxamide;
N-(2-phenylethyl)-2-([(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3- thiazole-4-carboxamide;
N-[2-(3-fluorophenyl)ethyl]-2-([(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)- 1,3-oxazole-4-carboxamide;
N-[(4-chloro-2-methylphenyl)methyl]-2-([(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[2-(3-methylphenyl)ethyl]-2-([(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)- 1,3-oxazole-4-carboxamide;
N-(1-methyl-3-phenylpropyl)-2-([(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)- 1,3-thiazole-4-carboxamide;
N-{[3-(methyloxy)phenyl]methyl}-2-([(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-{2-[3,4-bis(methyloxy)phenyl]ethyl}-2-([(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
2-([(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-N-{[3- (trifluoromethyl)phenyl]methyl}-1,3-thiazole-4-carboxamide;
N-[(3-iodophenyl)methyl]-2-([(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)- 1,3-thiazole-4-carboxamide;
N-{[2-fluoro-3-(trifluoromethyl)phenyl]methyl}-2-([(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[2-(2-thienyl)ethyl]-2-([(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3- oxazole-4-carboxamide;

N-[2-(2,4-dichlorophenyl)ethyl]-2-([(4- [(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
N-[2-(3-chlorophenyl)ethyl]-2-([(3-chlorophenyl)oxy]acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
N-[(1S)-1-(4-methylphenyl)ethyl]-2-([(4- [(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
N-{[2-chloro-6-(phenyloxy)phenyl]methyl}-2-([(4- [(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
N-(2-thienylmethyl)-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
N-[(2,4-dichloro-6-methylphenyl)methyl]-2-([(4- [(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
N-(diphenylmethyl)-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
N-[(4-methylphenyl)methyl]-2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
N-{[4-fluoro-3-(trifluoromethyl)phenyl]methyl}-2-([(4- [(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
N-{[4-(methyloxy)phenyl]methyl}-2-([(4- [(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
2-([(4-[(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-N-{2-[3- (trifluoromethyl)phenyl]ethyl}-1,3-oxazole-4-carboxamide;
N-{(1S)-1-[4-(methyloxy)phenyl]ethyl}-2-([(4- [(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
N-[(3,4-difluorophenyl)methyl]-2-([(4- [(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;
N-{[2-(methylthio)phenyl]methyl}-2-([(4- [(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-oxazole-4-carboxamide;
N-{[3,4-bis(methyloxy)phenyl]methyl}-2-([(4- [(trifluoromethyl)oxy]phenyl)oxy)acetyl]amino)methyl)-1,3-thiazole-4-carboxamide;

Nalpha-{{2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazol-4-yl}carbonyl}-L-phenylalaninamide;
N-(pyridin-2-ylmethyl)-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[(3-chloro-4-fluorophenyl)methyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-(phenylmethyl)-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[2-(4-fluorophenyl)ethyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-{{2-(methyloxy)phenyl}methyl}-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-[1-(4-bromophenyl)ethyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-(2-morpholin-4-ylethyl)-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[(4-fluorophenyl)methyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-{{2-[3,5-bis(methyloxy)phenyl]ethyl}-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-[2-(3,4-dimethylphenyl)ethyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-{{2-[2-(phenyloxy)phenyl]ethyl}-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
2-[(4-chlorophenyl)oxy]acetyl]amino)methyl]-N-[2-(2-fluorophenyl)ethyl]-1,3-thiazole-4-carboxamide;
N-(2-pyridin-4-ylethyl)-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-(1,2-diphenylethyl)-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;

N-{{2,3-bis(methyloxy)phenyl}methyl}-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-{{2-[4-(methyloxy)phenyl]ethyl}-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-[2-(4-methylphenyl)ethyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-(2,2-diphenylethyl)-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-[(4-chlorophenyl)methyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-{{2-[3-(ethyloxy)phenyl]ethyl}-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-[2-(4-bromophenyl)ethyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-{{2-[3-(methyloxy)phenyl]ethyl}-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-{{2-(ethyloxy)phenyl}methyl}-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-{{4-(dimethylamino)phenyl}methyl}-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
2-[(4-bromophenyl)oxy]acetyl]amino)methyl]-N-[2-(2-fluorophenyl)ethyl]-1,3-thiazole-4-carboxamide;
N-[(2S)-2-phenylpropyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-(pyridin-3-ylmethyl)-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-(2-phenylethyl)-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-{{4-fluoro-2-(trifluoromethyl)phenyl}methyl}-2-({[(4- [(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;

N-[2-(4-chlorophenyl)ethyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-[2-(1-methylpyrrolidin-2-yl)ethyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-(furan-2-ylmethyl)-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-{2-[3-(ethyloxy)-4-(methyloxy)phenyl]ethyl}-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-[2-(1H-indol-3-yl)ethyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-[(2,4-difluorophenyl)methyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-(2-phenylpropyl)-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-(3,3-diphenylpropyl)-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[(2-chlorophenyl)methyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
2-({[(4-chlorophenyl)oxy]acetyl}amino)methyl]-N-{2-(methyloxy)phenyl}methyl}-1,3-thiazole-4-carboxamide;
N-(tetrahydrofuran-2-ylmethyl)-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-(3-morpholin-4-ylpropyl)-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[2-(2-chlorophenyl)ethyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-(2-pyrrolidin-1-ylethyl)-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[(1-ethylpyrrolidin-2-yl)methyl]-2-({[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;

2-([[(4-bromophenyl)oxy]acetyl]amino)methyl]-N-{[2-(methyloxy)phenyl]methyl}-1,3-thiazole-4-carboxamide;
N-(pyridin-4-ylmethyl)-2-([[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[3-(2-oxopyrrolidin-1-yl)propyl]-2-([[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[(2-methylphenyl)methyl]-2-([[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-(2-piperidin-1-ylethyl)-2-([[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-thiazole-4-carboxamide;
N-[(3,4-dichlorophenyl)methyl]-2-([[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-[(4-fluorophenyl)methyl]-2-([[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-(2-pyridin-2-ylethyl)-2-([[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-(phenylmethyl)-2-([[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1,3-oxazole-4-carboxamide;
N-[2-(3-chlorophenyl)ethyl]-5-([[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)isoxazole-3-carboxamide; or
N-[2-(3-chlorophenyl)ethyl]-2-([[(4-[(trifluoromethyl)oxy]phenyl}oxy)acetyl]amino}methyl)-1H-imidazole-4-carboxamide.

54. (Original) A pharmaceutical composition comprising a compound according to claim 1 and a pharmaceutically acceptable excipient or carrier.

55. (Canceled)

56. (Canceled)

57. (Canceled)

58. (Canceled)

59. (Canceled)

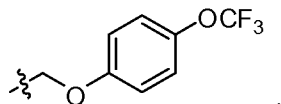
60. (Canceled)

61. (Canceled)

62. (previously presented) The compound of claim 1, wherein alkyl, aryl, and heterocyclyl, are substituted, one or more hydrogen atoms are replaced by a substituent independently selected from alkyl, aryl, arylalkyl, heterocyclylalkyl, heterocyclyl, alkoxy, alkylenedioxy, amino, alkylamino, dialkylamino, amidino, aryloxy, arylalkyloxy, carboxy, acyloxy, carboxyalkyl, carboxamido, benzyloxycarbonylamino, cyano, acyl, halogen, hydroxy, nitro, -S-alkyl, -S-aryl, -S-heterocyclyl, -S(O)-H, -S(O)-alkyl, -S(O)-aryl, -S(O)-heterocyclyl, -S(O₂)-H, -S(O₂)-alkyl, -S(O₂)-aryl, -S(O₂)-heterocyclyl, -S(O₂)-alkoxy, -S(O₂)-aryloxy, -S(O₂)-heterocycliloxy, thiol, halogen, hydroxy, oxo, carbamyl, acylamino, and sulfonamido.

63. (Previously presented) The compound of claim 1, wherein R⁴ is -CH₂-O-Ph, wherein the phenyl is substituted with -OCF₃.

64. (Previously presented) The compound of claim 1, wherein R⁴ is



65. (Previously presented) The compound of claim 28, wherein alkyl, aryl, and heterocyclyl, are substituted, one or more hydrogen atoms are replaced by a substituent independently selected from alkyl, aryl, arylalkyl, heterocyclylalkyl, heterocyclyl, alkoxy, alkylenedioxy, amino, alkylamino, dialkylamino, amidino, aryloxy, arylalkyloxy, carboxy, acyloxy, carboxyalkyl, carboxamido, benzyloxycarbonylamino, cyano, acyl, halogen, hydroxy, nitro, -S-alkyl, -S-aryl, -S-heterocyclyl, -S(O)-H, -S(O)-alkyl, -S(O)-aryl, -S(O)-heterocyclyl, -S(O₂)-H, -S(O₂)-alkyl, -S(O₂)-aryl, -S(O₂)-heterocyclyl, -S(O₂)-alkoxy, -S(O₂)-aryloxy, -S(O₂)-heterocycliloxy, thiol, halogen, hydroxy, oxo, carbamyl, acylamino, and sulfonamido.

66. (Previously presented) The compound of claim 28, wherein R^4 is $-\text{CH}_2\text{-O-Ph}$, wherein the phenyl is substituted with $-\text{OCF}_3$.

67. (Previously presented) The compound of claim 1, wherein R^4 is

